

AMTECH SYSTEMS INC
Form 4
February 02, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WANSEM PAUL J VAN DER

(Last) (First) (Middle)

C/O AMTECH SYSTEMS,
INC., 131 SOUTH CLARK DRIVE

(Street)

TEMPE, AZ 85281

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMTECH SYSTEMS INC [ASYS]

3. Date of Earliest Transaction (Month/Day/Year)

01/30/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 01/30/2015 | | A | | 337,295 | A | (1) 337,295 | D | |
| Common Stock | 01/30/2015 | | A | | 120,122 | A | (2) 120,122 | I | By Family LTP (3) |
| Common Stock | 01/30/2015 | | A | | 37,847 | A | (4) 37,847 | I | By Wife (5) |
| Common Stock | 01/30/2015 | | A | | 29,733 | A | (6) 29,733 | I | By Family Trust (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (right to buy) | \$ 30.54 | 01/30/2015 | | A | 21,720 | | 01/30/2015 | 05/16/2015 | Common Stock | 21,720 |
| Stock Options (right to buy) | \$ 15.23 | 01/30/2015 | | A | 10,860 | | 01/30/2015 | 10/31/2015 | Common Stock | 10,860 |
| Stock Options (right to buy) | \$ 12.34 | 01/30/2015 | | A | 10,860 | | 01/30/2015 | 05/15/2016 | Common Stock | 10,860 |
| Stock Options (right to buy) | \$ 17.6 | 01/30/2015 | | A | 16,455 | | 01/30/2015 | 10/26/2016 | Common Stock | 16,455 |
| Stock Options (right to buy) | \$ 16.35 | 01/30/2015 | | A | 11,518 | | 01/30/2015 | 05/21/2017 | Common Stock | 11,518 |
| Stock Options (right to buy) | \$ 21.24 | 01/30/2015 | | A | 11,518 | | 01/30/2015 | 11/01/2017 | Common Stock | 11,518 |
| Stock Options (right to buy) | \$ 27.47 | 01/30/2015 | | A | 6,911 | | 01/30/2015 | 05/20/2018 | Common Stock | 6,911 |

| | | | | | | | | |
|------------------------------|----------|------------|---|--------|-------------|------------|--------------|--------|
| Stock Options (right to buy) | \$ 10.82 | 01/30/2015 | A | 6,911 | 01/30/2015 | 11/03/2018 | Common Stock | 6,911 |
| Stock Options (right to buy) | \$ 9.21 | 01/30/2015 | A | 8,227 | 01/30/2015 | 06/04/2019 | Common Stock | 8,227 |
| Stock Options (right to buy) | \$ 6.08 | 01/30/2015 | A | 8,227 | 01/30/2015 | 11/05/2019 | Common Stock | 8,227 |
| Stock Options (right to buy) | \$ 7.14 | 01/30/2015 | A | 4,113 | 01/30/2015 | 06/03/2020 | Common Stock | 4,113 |
| Stock Options (right to buy) | \$ 9.94 | 01/30/2015 | A | 5,923 | 01/30/2015 | 11/04/2020 | Common Stock | 5,923 |
| Stock Options (right to buy) | \$ 8.2 | 01/31/2015 | A | 30,000 | <u>(20)</u> | 01/31/2025 | Common Stock | 30,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| WANSEM PAUL J VAN DER C/O AMTECH SYSTEMS, INC., 131 SOUTH CLARK DRIVE TEMPE, AZ 85281 | X | | See Remarks | |

Signatures

/s/ Robert T. Hass, attorney
in fact

02/02/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Received in exchange for 1,024,900 shares of BTU International, Inc. ("BTU") common stock in connection with merger (the "Merger") of BTU Merger Sub, Inc. with and into BTU, with BTU surviving as the wholly owned subsidiary of Amtech Systems, Inc. ("Amtech"). On the effective date of the Merger, the closing price of BTU's common stock was \$2.62 per share, and the closing price of Amtech's common stock was \$8.20 per share.

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- (2) Received in exchange for 365,000 shares of BTU common stock in connection with the Merger. On the effective date of the Merger, the closing price of BTU's common stock was \$2.62 per share, and the closing price of Amtech's common stock was \$8.20 per share.
- (3) Mr. van der Wansem disclaims beneficial ownership of the shares held by the Partnership except to the extent of his pecuniary interest.
- (4) Received in exchange for 115,000 shares of BTU common stock in connection with the Merger. On the effective date of the Merger, the closing price of BTU's common stock was \$2.62 per share, and the closing price of Amtech's common stock was \$8.20 per share.
- (5) Mr. van der Wansem disclaims beneficial ownership in shares held by his wife.
- (6) Received in exchange for 90,344 shares of BTU common stock in connection with the Merger. On the effective date of the Merger, the closing price of BTU's common stock was \$2.62 per share, and the closing price of Amtech's common stock was \$8.20 per share.
- (7) Mr. van der Wansem disclaims any beneficial ownership in shares held by the 1981 Van der Wansem Family Trust.
- (8) Received in the Merger in exchange for a stock option to acquire 66,000 shares of BTU common stock for \$10.05 per share.
- (9) Received in the Merger in exchange for a stock option to acquire 33,000 shares of BTU common stock for \$5.01 per share.
- (10) Received in the Merger in exchange for a stock option to acquire 33,000 shares of BTU common stock for \$4.06 per share.
- (11) Received in the Merger in exchange for a stock option to acquire 50,000 shares of BTU common stock for \$5.79 per share.
- (12) Received in the Merger in exchange for a stock option to acquire 35,000 shares of BTU common stock for \$5.38 per share.
- (13) Received in the Merger in exchange for a stock option to acquire 35,000 shares of BTU common stock for \$6.99 per share.
- (14) Received in the Merger in exchange for a stock option to acquire 21,000 shares of BTU common stock for \$9.04 per share.
- (15) Received in the Merger in exchange for a stock option to acquire 21,000 shares of BTU common stock for \$3.56 per share.
- (16) Received in the Merger in exchange for a stock option to acquire 25,000 shares of BTU common stock for \$3.03 per share.
- (17) Received in the Merger in exchange for a stock option to acquire 25,000 shares of BTU common stock for \$2.00 per share.
- (18) Received in the Merger in exchange for a stock option to acquire 12,500 shares of BTU common stock for \$2.35 per share.
- (19) Received in the Merger in exchange for a stock option to acquire 18,000 shares of BTU common stock for \$3.27 per share.
- (20) The options vests in three equal annual installments on each of the first three anniversaries of the grant date, beginning on January 31, 2016.

Remarks:

Member of Management Executive Committee

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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